

MEMORANDUM

This Memorandum is entered executed by NORTH RIVER MANAGEMENT, INC., MANAGER OF CROSS CREEK NORTH, LLC, on this the 30th day of April, 1997, and covenant and agree as follows:

1. CROSS CREEK NORTH, LLC is a Manager managed Mississippi Limited Liability Company, pursuant to an Operating Agreement of CROSS CREEK, LLC dated May 8, 1996, and Certificate of Formation filed May 8, 1996, in the Office of the Secretary of State, State of Mississippi.

2. This Memorandum is executed and filed to give Notice to all third parties that the Manager of CROSS CREEK, LLC is NORTH RIVER MANAGEMENT, INC. and through its respective officers, Harry C. Strauss, President or Ann Motz, Vice President, are authorized to enter into Contracts for the sale of real property, execute all related Closing Documents, including, but not limited to, Warranty Deeds, closing statements, and miscellaneous documentation for the sale of real property.

3. The Manager, NORTH RIVER MANAGEMENT, INC., by and through its respective officer stated above, are also authorized and empowered to do all further duties as set forth in the Operating Agreement as described herein.

WITNESS MY SIGNATURE, on the day and year first written above.


CROSS CREEK NORTH, LLC

HARRY C. STRAUSS
PRESIDENT

NORTH RIVER MANAGEMENT, INC.,
MANAGER

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 30th day of April, 1997, within my jurisdiction, the within named, HARRY C. STRAUSS, PRESIDENT of NORTH RIVER MANAGEMENT, INC., who acknowledged that NORTH RIVER MANAGEMENT, INC. is the MANAGER of CROSS CREEK NORTH, LLC, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.


Notary Public

My Commission Expires:
June 18, 2000

This instrument prepared by:
Eric L. Sappenfield
Attorney at Law
97 Stateline Road East
Southaven, MS 38671
601-342-2170

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STATE MS. - DESOTO CO.

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W.E. DAVIS CLERK